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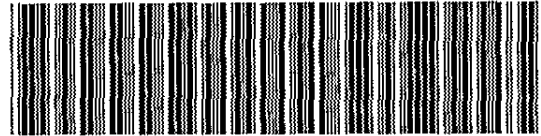
(Business Entity Name)

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DIVISION OF CORPORATION

C. Coulllette NOV 19 2002

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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BTB MANAGEMENT SERVICES, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF:
BTB MANAGEMENT SERVICES, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE FIVE IS BEING AMENDED TO READ: ^{New Registered Agent,} ROBERT HAYS
4120 Sunshine Road, Coconut Grove, Florida, 33133

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: NOVEMBER 8, 2002

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.

 X The amendment(s) was/~~were~~ approved by the shareholders. The number of votes cast for the amendment(s) was/~~were~~ sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

{The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s)}

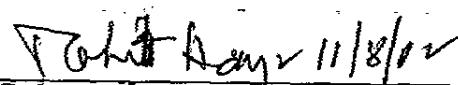
SIGNED THIS 8th DAY OF November, 12 2002.

BY:


Robert Hays

TITLE: PRESIDENT

I hereby accept the duties of the Registered Agent:


Robert Hays

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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